

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

-----X
In re PAYMENT CARD INTERCHANGE :
FEE AND MERCHANT DISCOUNT : MDL Docket. No. 1720 (JG)(JO)
ANTITRUST LITIGATION :
 : No. 05-md-1720(JG)(JO)
This Document Relates To: :
ALL CLASS ACTIONS :
-----X

**DECLARATION OF JEFFREY I. SHINDER IN SUPPORT OF
OPPOSITION TO CLASS PLAINTIFFS’ MOTION FOR
CLASS SETTLEMENT PRELIMINARY APPROVAL**

I, Jeffrey I. Shinder, declare as follows:

1. I am Managing Partner of Constantine Cannon LLP, counsel for Named Class Plaintiffs Coborn’s Incorporated; D’Agostino Supermarkets, Inc.; Jetro Holdings, LLC (Jetro Holdings, Inc. and Jetro Cash & Carry Enterprises, LLC); Affiliated Foods Midwest Cooperative, Inc.; National Association of Convenience Stores (NACS); National Community Pharmacists Association (NCPA); National Cooperative Grocers Association (NCGA); National Grocers Association (NGA); National Restaurant Association (NRA); and NATSO Inc. (together, hereinafter, “Objecting Plaintiffs”) in the above-captioned action.

2. I submit this Declaration in support of Objecting Plaintiffs’ Opposition to Class Plaintiffs’ Motion for Class Settlement Preliminary Approval (hereinafter “the Opposition”).

3. Declarations have been submitted by Objecting Plaintiffs, various members of NACS, NCPA, NCGA and NGA, and a number of absent putative class members and merchant trade associations—all in support of the Opposition. Their declarations are set forth below at Paragraph 5. In addition, the NCPA member declarations are compiled and attached separately

as Exhibit A to the NCPA declaration.

VISA'S AND MASTERCARD'S RULES

4. Visa's and MasterCard's rules include the following materials and more: *Visa International Operating Regulations; Visa International Operating Regulations—Core Principles; Interlink Operating Regulations; Plus System, Inc. Bylaws and Operating Regulations; MasterCard Rules; Maestro Global Rules; Cirrus Worldwide Operating Rules; Verified by Visa Acquirer and Merchant Implementation Guide; Verified by Visa Issuer Implementation Guide; Chargeback Management Guidelines for Visa Merchants; Visa Cash Program Operating Regulations; Visa TravelMoney Product Guide; Visa Product Brand Standards; Visa Online Terms and Conditions; VisaNet manuals; Visa PIN Management Requirements Documents; Payment Card Industry Data Security Standard (PCI DSS); Visa Payment Card Industry PIN Security Requirements Manual; Global Visa Acquirer Fraud Control Manual; Global Visa Issuer Fraud Control Manual; Visa What To Do If Compromised; Visa Global Compromised Account Recovery (GCAR) Guide; EMV Integrated Circuit Card Specifications for Payment Systems; Visa Transaction Acceptance Device Requirements; Visa Payment Technology Standards Manual; MasterCard Security Rules and Procedures manual; MasterCard Card Designs Standards manual; MasterCard Chargeback Guide; MasterCard Consolidated Billing System (MCBS) manual; MasterCard M/Chip Requirements manual; MasterCard Customer Interface Specification manual; MasterCard Single Message System Specifications manual; MasterCard IPM Clearing Formats manual; MasterCard Quick Payment Service Program Guide; MasterCard Settlement Manual; MasterCard Authorization Manual; MasterCard GCMS Reference Manual; Amended and Restated Bylaws, as Amended of Visa Inc.; Amended and Restated Certificate of Incorporation of Visa Inc.; Visa International Certificate of*

Incorporation and Bylaws; Visa U.S.A. Inc. Certificate of Incorporation and Bylaws; Corporate Governance Guidelines of Visa Inc.; Interlink Network, Inc. Bylaws; Certificate of Incorporation of MasterCard Incorporated; Bylaws of MasterCard Incorporated; Certificate of Incorporation of MasterCard International Incorporated; Bylaws of MasterCard International Incorporated; MasterCard Code of Conduct; and MasterCard Corporate Governance Guidelines. The above-mentioned materials are set forth on Visa's and MasterCard's websites and/or referenced throughout their current sets of Operating Regulations (in the case of Visa) and Rules (in the case of MasterCard), also available on Visa's and MasterCard's respective websites.¹ This list represents a mere sampling of their rules, some of which are not publicly available, and does not include other rules to the extent there are separate rules for U.S. and non-U.S. regions or separate rules for issuers and acquirers outside of those mentioned above.

EXHIBITS

5. Attached hereto are true and correct copies of the following items:

Exhibit	Description
1.	Declaration of Chris Coborn (Coborn's Incorporated)
2.	Declaration of Nicholas D'Agostino III (D'Agostino Supermarkets, Inc.)
3.	Declaration of Richard Kirschner (Jetro Holdings, LLC)

¹ See, e.g., http://usa.visa.com/merchants/operations/op_regulations.html and <http://investor.visa.com/phoenix.zhtml?c=215693&p=irol-govHighlights> (linking various regulations and corporate governance documents); http://www.mastercard.com/us/company/en/whatwedo/merchant_rules.html, <http://investorrelations.mastercardintl.com/phoenix.zhtml?c=148835&p=irol-govdownloads>, and <http://investorrelations.mastercardintl.com/phoenix.zhtml?c=148835&p=irol-govguidelines> (linking various MasterCard rules, guides, and corporate governance documents); *Visa International Operating Regulations* (Apr. 15, 2012), <http://usa.visa.com/download/merchants/visa-international-operating-regulations-main.pdf> (referencing numerous sets of rules, guides, manuals, etc., throughout); *MasterCard Rules* (Apr. 11, 2012) (Updated Aug. 1, 2012), http://www.mastercard.com/us/merchant/pdf/BM-Entire_Manual_public.pdf (referencing other rules, guides, etc., throughout).

Exhibit	Description
4.	Declaration of Henry Ogden Armour (National Association of Convenience Stores)
5.	Declaration of B. Douglas Hoey (National Community Pharmacists Association) (attaching various member declarations)
6.	Declaration of Robynn Shrader (National Cooperative Grocers Association)
7.	Declaration of Thomas F. Wenning (National Grocers Association)
8.	Declaration of Peter G. Kilgore (National Restaurant Association)
9.	Declaration of Lisa Mullings (NATSO Inc.)
10.	Declaration of David Seltzer (7-Eleven, Inc.)
11.	Declaration of Randy Daugherty (21 st Century Coop)
12.	Declaration of Rahim Budhwani (6040 LLC)
13.	Declaration of Richard Abt (Abt Electronics, Inc.)
14.	Declaration of Jim DeLuca (Abundance Cooperative Market)
15.	Declaration of Scott Nyquist (Ace Hardware – Waukegan)
16.	Declaration of Deborah A. Laskowski (Ace Hardware Home Center)
17.	Declaration of Tom Siehoff (Ace Hardware Rockton Ave.)
18.	Declaration of Matthew Charles Seymour (ADA Inc.)
19.	Declaration of Robert S. Johnson (Afallon Companies, Inc. (d/b/a The Pinnacle Corporation))
20.	Declaration of Margaret A. Agnew (Agnew Hardware Hank)
21.	Declaration of Richard M. Parry (Aloha Petroleum)
22.	Declaration of Tim Patterson (Alon Brands, Inc.)
23.	Declaration of Kris Shepard (Alsip Nursery)

Exhibit	Description
24.	Declaration of Sheryl Trainor (Amalusia, Ltd)
25.	Declaration of Robert Jones (American Sale)
26.	Declaration of Tim McCable (Arizona Food Marketing Alliance)
27.	Declaration of Sally Voyles (Arizona Petroleum Marketers Association)
28.	Declaration of Cindy L. Armstrong (Armstrong Teams, Inc.)
29.	Declaration of Auday Arabo (Associated Food & Petroleum Dealers Trade Association)
30.	Declaration of Bruce R. Gwilliam (Associated Fresh Markets, Inc.)
31.	Declaration of Michael C. Bourgoine (Associated Grocers of New England, Inc.)
32.	Declaration of Pat Raybould (B&R Stores Inc.)
33.	Declaration of William H. Miller (B&S Mkt. Inc. (d/b/a Bill's IGA))
34.	Declaration of Michael V. Bailey (Bailey Enterprises Inc.)
35.	Declaration of Linda Pecor (Beaudrys Store)
36.	Declaration of Joe Jordan (Belfast Cooperative)
37.	Declaration of Christopher Schanen (Ben Franklin True Value)
38.	Declaration of Art Ames (Berkshire Co-op Market)
39.	Declaration of Dee O'Malley (Best Buy Stores, L.P.)
40.	Declaration of Douglas W. Curtis Jr. (Big Star of Tallulah, Inc.)
41.	Declaration of Thomas Myers (Birmingham Convenience Stores, Inc.)
42.	Declaration of Mark Deeny (Blue Hill Co-op Community Market & Cafe)
43.	Declaration of Donna Goyer (Boardwalk Ltd (d/b/a Goyer Ace))

Exhibit	Description
44.	Declaration of Lorraine Neuhaus (Bondville Market Inc. (d/b/a Winhall Market))
45.	Declaration of Drue E. Baugher (Boney's Farm Store Inc.)
46.	Declaration of Dale Boyett (Boyett Petroleum)
47.	Declaration of Clarence B. McCully (Brabham Oil Company, Inc.)
48.	Declaration of Chris Maher (BriarPatch Co-op Market)
49.	Declaration of C. Richard Broulim (Broulims)
50.	Declaration of Jeff Snadow (California Independent Grocers Association)
51.	Declaration of Jay McKeeman (California Independent Oil Marketers Association)
52.	Declaration of Henry K. Latifzadeh (Callaway Oil, Inc.)
53.	Declaration of Hugh M. Calloway Jr. (Calloway Oil Company and E-Z Stop Food Marts, Inc.)
54.	Declaration of James R. Iovino (Caputo's Fresh Markets)
55.	Declaration of John H. Phelps (Carroll Independent Fuel Company)
56.	Declaration of James Denges (Central Grocers, Inc.)
57.	Declaration of Tod Berlinger (Channel Auto Services LP)
58.	Declaration of Robert Lichorwic (Cheese Outlet Fresh Market)
59.	Declaration of Richard Copeland (Chicago True Value Hdwe Inc.)
60.	Declaration of Liza Tedesco (Chico Natural Foods Cooperative)
61.	Declaration of Jenny Thome (Chief Super Market Inc.)
62.	Declaration of Clement Nilan (City Market/Onion River Co-op)
63.	Declaration of Greg Woolard (Clyde's Market)

Exhibit	Description
64.	Declaration of Wayne J. Cole (Cole Hardware, Inc.)
65.	Declaration of Clark Thompson (Colorado Petroleum Products Company)
66.	Declaration of Mark Larson (Colorado Wyoming Petroleum Marketers Association)
67.	Declaration of Rita York Hennecke (Community Mercantile)
68.	Declaration of Randy Bos (Cooperative Gas and Oil Company)
69.	Declaration of Bruce Palma (Co-opportunity Consumers Co-op)
70.	Declaration of Rue A. Jenkins (Costco Wholesale Corporation)
71.	Declaration of Danny M. Boyle (Country Boy MR 'D' Corp)
72.	Declaration of Jeffrey M. Gouger (Cuda Inc./Gouger's Market & Deli)
73.	Declaration of David Todd Daane (Daane Hardware Co Inc)
74.	Declaration of Bruce R. Gwilliam (Dan's Supermarkets, Inc.)
75.	Declaration of Melvin L. Strine (Dash In Food Stores, Inc.)
76.	Declaration of David Warren (Dave's Milton Ace Hdwe, Inc.)
77.	Declaration of Beth Tausczik (Davis Food Co-op)
78.	Declaration of Thomas M. Scheetz (The Depot Express)
79.	Declaration of David T. Montgomery (Dick's Sporting Goods, Inc.)
80.	Declaration of Bruce R. Gwilliam (Dick's Supermarkets, Inc.)
81.	Declaration of Dale Lindner (DK Hardware, Inc.)
82.	Declaration of James R. Brown (Doc's Food Stores Inc.)
83.	Declaration of Francis J. Doerre (Doerre Hardware Inc.)
84.	Declaration of Thomas G. Gresham (Double Quick, Inc.)

Exhibit	Description
85.	Declaration of Joshua Jackson (Durango Natural Foods)
86.	Declaration of Allan Funk (Eagan Hardware Hank)
87.	Declaration of Christy Spoa (Ellwood City Save-A-Lot)
88.	Declaration of Martin Smith (Elmer Smith Oil Co.)
89.	Declaration of Sanjiv N. Patel (Engineer's Associates, Inc.)
90.	Declaration of Frank Bruno (Euromarket Designs, Inc. (d/b/a Crate & Barrel and CB2) and Meadowbrook L.L.C. (d/b/a The Land of Nod))
91.	Declaration of William Rolfs (Ever'man Natural Foods Co-op)
92.	Declaration of Tom Sullivan (Expedia, Inc.)
93.	Declaration of Sonja Hubbard (E-Z Mart Stores, Inc.)
94.	Declaration of Monique A. Horn (Family Express Corporation)
95.	Declaration of Tom V. Waddle (Fastrac Markets, LLC)
96.	Declaration of Jenny Bullard (Flash Foods, Inc.)
97.	Declaration of Barry Smith (Flatbush Food Cooperative)
98.	Declaration of Barney Miller (Foodland Warehouse Foods)
99.	Declaration of Michael Nutley (Forest Park Finer Foods)
100.	Declaration of Suzette Snow-Cobb (Franklin Community Co-op)
101.	Declaration of Fred Holasen (Fred Holasen & Son Inc. (d/b/a Flower Power Garden Center))
102.	Declaration of Susan Freehling (Freehling Pot & Pan Co)
103.	Declaration of Michael S. Needler, Sr. (Fresh Encounter, Inc.)
104.	Declaration of Patrick Burns (The Fresh Grocer)

Exhibit	Description
105.	Declaration of Jeff Maurer (Fresh Madison Market)
106.	Declaration of Gary R. Johnson (G&G Hardware)
107.	Declaration of Dick H. Gong (G&G Supermarket)
108.	Declaration of Galen Rhode (G.U. Rhode, Inc.)
109.	Declaration of James H. Nilsson Jr. (Geissler Super Market)
110.	Declaration of James E. Tudor (Georgia Association of Convenience Stores)
111.	Declaration of Phillip W. Oliveri (Giant Eagle, Inc.)
112.	Declaration of Dan Wilson (Gibson General Store Properties LLC)
113.	Declaration of Fred M. Higgins (Girkin Development, LLC)
114.	Declaration of Walter A. Emery (Golden Dollar, Inc.)
115.	Declaration of Brian L. Gong (Gong's Market)
116.	Declaration of Brandon Kane (GreenStar Cooperative Market)
117.	Declaration of Colin Reynolds (Grummerts Hardware)
118.	Declaration of Margaret McDonnell (Gulf Oil Limited Partnership and Cumberland Farms, Inc.)
119.	Declaration of Katherine Andrios (GWK Enterprises, Inc.)
120.	Declaration of Allan Funk (Ham Lake Hardware Hank, Inc.)
121.	Declaration of William Tarant (Happy Foods)
122.	Declaration of Roger Collins (Harps Food Stores, Inc.)
123.	Declaration of Mike St. Clair (Harvest Co-op Markets)
124.	Declaration of Barbara Garthus (Hastel Shoppe, Ltd)

Exhibit	Description
125.	Declaration of Lauren Zirbel (Hawaii Food Industry Association)
126.	Declaration of K. Sayle Hirashima (Hawaii Petroleum Marketers Association)
127.	Declaration of Marshall C. Petersen (Hawkeye Oil Company)
128.	Declaration of Tim A. Henderson (Henderson's IGA)
129.	Declaration of Edward S. Holmes (Holmes Oil Company Inc.)
130.	Declaration of Duke Bouchard (Honest Weight Food Co-op)
131.	Declaration of David Murdock (Honey Farms, Inc.)
132.	Declaration of David Konrath (Horicon Hdwe Inc)
133.	Declaration of J. Gordon Minter (Houchens Industries, Inc.)
134.	Declaration of John A. Clark (Howard & Howard Inc.)
135.	Declaration of Kari Bradley (Hunger Mountain Cooperative)
136.	Declaration of Peter Wiesner (Hungry Hollow Co-op)
137.	Declaration of Suzanne Budge (Idaho Petroleum Marketers and Convenience Store Association)
138.	Declaration of John Robinson (IKEA North America Services, LLC (IKEA US))
139.	Declaration of Brian R. Jordan (Illinois Food Retailers Association)
140.	Declaration of Hagop "Jack" Kofdarali (Irvine Service Station)
141.	Declaration of Melissa Cohen (Isla Vista Food Co-op)
142.	Declaration of Darrell W. Wiley (J & J Foods Inc.)
143.	Declaration of John L. Babb (J & S Oil Co., Inc.)
144.	Declaration of Michael Moore (J&P Cycles, LLC)

Exhibit	Description
145.	Declaration of Joan M. LeDonne (JAAMM Inc. (d/b/a Sussex Ace Hardware))
146.	Declaration of Renee Jefferson (Jo-Ann Stores, Inc.)
147.	Declaration of Daniel J. Hron (Johnson OK Hardware Inc.)
148.	Declaration of Sheri Boyken (K & H Cooperative Oil Company)
149.	Declaration of Cheryl Pick Sommer (Kaune's Neighborhood Market, Inc.)
150.	Declaration of John W. Ketchen (Ketchen, Inc.)
151.	Declaration of Chris Dehoff (Key Markets)
152.	Declaration of Mark Hawthorne (Kirby Foods, Inc.)
153.	Declaration of Steven Koetting (Koetting Oil Corporation)
154.	Declaration of Ron Ludwigson (Kramer Foods)
155.	Declaration of Brian A. Webb (Krueger's True Value)
156.	Declaration of Craig A. Bergstrom (Kum & Go, L.C.)
157.	Declaration of Jeffrey J. Wrobel (Kwik Trip, Inc.)
158.	Declaration of Stephen Forrest (Lakeland Lumber)
159.	Declaration of Milton E. Lavigne III (Lavigne Oil Company of Baton Rouge, LLC)
160.	Declaration of Gina Sonnier (LavigneBaker Petroleum, LLC)
161.	Declaration of Janet Lee (LeeLowe Inc. (Galt Supermarket))
162.	Declaration of Jerry L. Andersen (Lee's Hardware Inc.)
163.	Declaration of Edward C. Hough (Leonard E. Belcher, Incorporated)
164.	Declaration of Tim Bartlett (Lexington Cooperative Market)
165.	Declaration of Dale Lindner (Lindner Hardware, Inc.)

Exhibit	Description
166.	Declaration of Bruce R. Gwilliam (Lin's Supermarkets, Inc.)
167.	Declaration of John R. Manna (Lowe's Companies, Inc.)
168.	Declaration of Bryan W. Luke (Luke's One Stop)
169.	Declaraton of Jeff De Boer (M&H Hardware & Appliance, Inc.)
170.	Declaration of Katie Wagner (M.W.S. Enterprises, Inc.)
171.	Declaration of Bruce R. Gwilliam (Macey's, Inc.)
172.	Declaration of Curtis Picard (Maine Merchants Association)
173.	Declaration of Jay Lawrence (MAL Enterprises, Inc.)
174.	Declaration of Patrick B. Donoho (Maryland Retailers Association)
175.	Declaration of Russell J. McCabe (McCabe's Ace Hdwe)
176.	Declaration of John McFarlane (McFarlane MFG Co. Inc.)
177.	Declaration of Tom Mehuron (Mehuron's Market Ltd)
178.	Declaration of James S. Meinecke (Meinecke Ace Hardware Inc.)
179.	Declaration of Jeffrey T. Sedam (Mercer Market)
180.	Declaration of Tod Berlinger (Mesa 76 LP)
181.	Declaration of Jacqueline R. Maxwell (MFA Oil Company)
182.	Declaration of Juvenal Chavez (Mi Pueblo San Jose, Inc.)
183.	Declaration of Michael J. Marcotte (Michael Marcotte Inc. (d/b/a Jimmy Kwik Store)
184.	Declaration of Thomas A. Melito (Michaels Stores, Inc.)
185.	Declaration of K. Sayle Hirashima (Mid Pac Petroleum, LLC)
186.	Declaration of Jeffrey T. Ziegler (Midwest Petroleum Co.)

Exhibit	Description
187.	Declaration of Jeffrey G. Miller (Miller Oil Co. Inc.)
188.	Declaration of Lance L. Klatt (Minnesota Service Station & Convenience Store Association)
189.	Declaration of Philip A. Chamblee (Mississippi Petroleum Marketers & Convenience Stores Association)
190.	Declaration of Ronald J. Leone (Missouri Petroleum Marketers & Convenience Store Association)
191.	Declaration of Doug Klotthor (Montana Petroleum Marketers & Convenience Store Association)
192.	Declaration of Bradley P. Griffin (Montana Retail Association; Montana Restaurant Association; Montana Tire Dealers Association; Montana Equipment Dealers Association)
193.	Declaration of Michael Moore (Motorcycle Superstore, Inc.)
194.	Declaration of Varish Goyal (Nakash Enterprises, LLC)
195.	Declaration of Christopher A. Brown (Nash Finch Company)
196.	Declaration of Bruce Maples (National Coalition of 7-Eleven Franchises and a 7-Eleven, Inc. Franchisee)
197.	Declaration of Peter B. Lafferty (Natural Provisions, Inc.)
198.	Declaration of Timothy P. Keigher (Nebraska Petroleum Marketers and Convenience Store Association)
199.	Declaration of Peter D. Krueger (Nevada Petroleum Marketers and Convenience Store Association)
200.	Declaration of Dennis Lane (New England Franchise Owner's Association and a 7-Eleven, Inc. Franchisee)
201.	Declaration of Larrane Hartridge (New Leaf Market)
202.	Declaration of James S. Calvin (New York Association of Convenience Stores)

Exhibit	Description
203.	Declaration of Richard H. Niemann, Jr. (Niemann Foods, Inc.)
204.	Declaration of David Lippman (North Coast Co-op)
205.	Declaration of Tom Woodmansee (North Dakota Grocers Association)
206.	Declaration of James Schwalbach (North Heights Hardware, Inc.)
207.	Declaration of John M. Dennison (Nutfield Trading, LLC (d/b/a Troy Country Store))
208.	Declaration of Patrick J. Lewis (Oasis Stop 'N Go, LLC)
209.	Declaration of Nancy Casady (Ocean Beach People's Organic Food Co-op)
210.	Declaration of W.G. "Bill" Maxwell (Oklahoma Petroleum Marketers & Convenience Store Association)
211.	Declaration of James M. Ried (Olean Wholesale Grocery Cooperative, Inc.)
212.	Declaration of Altaf Hussain K. Lakhani (Olney Crown Inc; Pikesville Crown Inc; Silver Spring Crown; Lakson Corporation; Amafhh Oasis Inc; Fenton Service Station Inc)
213.	Declaration of Sherrill L. Casper (Olson's Ace Hardware Inc.)
214.	Declaration of William C. Girard, Jr. (Oregon Neighborhood Store Association and Plaid Pantries, Inc.)
215.	Declaration of Charles E. Murfin, Jr. (Ozark Supermarket, Inc.)
216.	Declaration of Mel Gilmour (Paradise Foods)
217.	Declaration of Robert Parriott (Parriott Enterprises, Inc. (d/b/a Twain Harte Market Inc.))
218.	Declaration of David McCorkle (Pennsylvania Food Merchants Association)
219.	Declaration of Richard Spresser (Pester Marketing)
220.	Declaration of Patricia Ward (Petco Animal Supplies, Inc.)

Exhibit	Description
221.	Declaration of Dawn M. Carlson (Petroleum Marketers & Convenience Stores of Iowa)
222.	Declaration of Belinda Lee (Petroleum Purchasing)
223.	Declaration of James R. Phillip, Jr. (Phillip's Flowers & Gifts)
224.	Declaration of Ronald R. Bohlman (Pik Kwik Foods)
225.	Declaration of Michael R. Polkinghorne (Polkinghorne's Inc.)
226.	Declaration of Wayne Banks (Quality Hardware)
227.	Declaration of Barry Queen (Queen Enterprises LLC)
228.	Declaration of Stuart C. Sullivan (QuikTrip Corporation)
229.	Declaration of Lucinda Berdon (Quincy Natural Foods Co-op)
230.	Declaration of Max Lenker (RaceTrac Petroleum, Inc.)
231.	Declaration of Darrell E. Bourne (Ragland Bros Retail Cos Inc)
232.	Declaration of Paul Isakson (Redalen Corp (d/b/a Amery True Value))
233.	Declaration of Robert L. Reed (Reed Bros. Inc.)
234.	Declaration of Russell Paquette (REI (Recreational Equipment, Inc.))
235.	Declaration of Paul D. Reid (Reid Petroleum Corp.)
236.	Declaration of Sandra L. Kennedy (Retail Industry Leaders Association)
237.	Declaration of Jay B. Ricker (Ricker Oil Company, Inc.)
238.	Declaration of Jagdish C. Patel (Riddhi inc)
239.	Declaration of Elsa Gruen (Rising Tide Community Market)
240.	Declaration of Kevin G. Sexton (River Country Co-operative)

Exhibit	Description
241.	Declaration of Rochelle Prunty (River Valley Market)
242.	Declaration of Stephen F. White (Robinson Oil Corporation)
243.	Declaration of Brett T. Rondeau (Rondeau's Shopping Center)
244.	Declaration of James W. Rondeau (Rondeau's Shopping Center, Inc.)
245.	Declaration of Michael G. Devine (ROORL, LLC (d/b/a DeWitt Travel Mart))
246.	Declaration of Erick Taylor (RPCS, Inc.)
247.	Declaration of John Logue (SAC, Inc.)
248.	Declaration of Paul Cultrera (Sacramento Natural Foods Co-op)
249.	Declaration of Will Sanders (Sanders Oil Co.)
250.	Declaration of Michael A. Schwalbach (Schwalbach Hardware, Inc.)
251.	Declaration of Stephen Sell (Sell Sandstone Ace Hdwe, Inc.)
252.	Declaration of Gary L. Gibson (Shopko Stores Operating Co., LLC)
253.	Declaration of Todd Simpson (Simpson Hardware Inc.)
254.	Declaration of Darren Schwartz (Smoker's Choice)
255.	Declaration of William Souba (Souba Greenhouse and Skyline Hardware)
256.	Declaration of Barbara Danielsen (Southern Iowa Oil)
257.	Declaration of Emil Mahler (Southtown Health Foods)
258.	Declaration of David M. Staples (Spartan Stores, Inc.)
259.	Declaration of Walter A. Emery (Speedee Mart, Inc.)
260.	Declaration of Anne Gauthier (St. Romain Oil Company, LLC)
261.	Declaration of Dave Brecher (STAR Energy)

Exhibit	Description
262.	Declaration of Richard Lautch (Starbucks Corporation)
263.	Declaration of Steven H. Stauber (Stauber's Ace Hardware)
264.	Declaration of William R. Stepherson (Stepherson Inc.)
265.	Declaration of Steven D. DeYoung (Steve DeYoung's Big Top Market)
266.	Declaration of Wendy S. DeYoung (Steve DeYoung's Big Top Market)
267.	Declaration of Steven Boyea (Stevlin's Hardware, Inc.)
268.	Declaration of Edward M. Seck (Stop-A-Sec Inc)
269.	Declaration of Robert S. Johnson (Sun Tzu, Inc. (d/b/a Breakaway Restaurant Solutions))
270.	Declaration of Barry A. Loy (Supermarket Operations Inc.)
271.	Declaration of Keith Bruxvoort (SVT, LLC)
272.	Declaration of Marlene Rini (Sylmar Kwik Market, Inc.)
273.	Declaration of Travis Hance (Syracuse Real Food Co-op)
274.	Declaration of Lee A. Guenther (T.A. Solberg Co. Inc.)
275.	Declaration of David J. Tennies (Tennies Ace Hardware Inc.)
276.	Declaration of Tony M. Bennett (Thomas Petroleum, Inc.)
277.	Declaration of Chris Kamer (Thorntons Inc.)
278.	Declaration of Dennis Tischler (Tischler Finer Foods)
279.	Declaration of Willis G. Johnson (Tivoli Enterprises/Classic Cinemas)
280.	Declaration of Angel A. Gutierrez (Tom Thumb Food Stores, Inc)
281.	Declaration of Steven A. Tonnies (Tonnies Store Inc.)

Exhibit	Description
282.	Declaration of William R. Mills (Tops Markets LLC)
283.	Declaration of Bob Hufford (Town & Country Grocers)
284.	Declaration of John Trevor (Trevor Hardware Inc.)
285.	Declaration of Elias Sarkis (Tri-Con, Inc.)
286.	Declaration of James C. Lynch (Triple S Oil)
287.	Declaration of Nick Lynch (Triple S Oil)
288.	Declaration of Dan Boose (TSA Stores, Inc. (Sports Authority))
289.	Declaration of Tod Berlinger (Turnpike Fuel Partners LP)
290.	Declaration of John M. Kemp (Two Farms, Inc. trading as Royal Farms)
291.	Declaration of Anne Wright (Ukiah Natural Foods Co-op)
292.	Declaration of David M. Davis (Utah Food Industry Association)
293.	Declaration of John P. Hill (Utah Petroleum Marketers and Retailers Association)
294.	Declaration of David M. Davis (Utah Retail Merchants Association)
295.	Declaration of Christine Burns (Vallerga's Markets, Inc.)
296.	Declaration of James A. Neumann (Valu Discount Inc.)
297.	Declaration of Matt Cota (Vermont Fuel Dealers Association)
298.	Declaration of James F. Harrison (Vermont Grocers' Association)
299.	Declaration of Donald Neff (Viking Hardware, Inc.)
300.	Declaration of James S. Meinecke (Village Ace Hardware Inc.)
301.	Declaration of Varish Goyal (Vintners Distributors, Inc.)
302.	Declaration of Russel Boehl (Virden True Value Hardware)

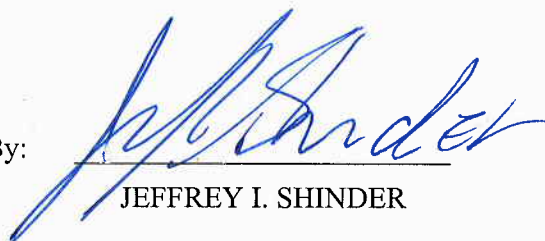
Exhibit	Description
303.	Declaration of Michael J. O'Connor (Virginia Petroleum Convenience and Grocery Association)
304.	Declaration of James S. Garrett (Volta Oil Co., Inc. and MPG Corporation)
305.	Declaration of Nolan C. Lockwood (Walla Walla's Harvest Foods)
306.	Declaration of Lynn Wallis (Wallis Oil Co.; Arch Energy, LC; Wallis Petroleum LC)
307.	Declaration of Michael A. Cook (Wal-Mart Stores, Inc.)
308.	Declaration of Wayne R. Baker (Warrenton Oil Company)
309.	Declaration of Larry Stewart (Washington Association of Neighborhood Stores)
310.	Declaration of W. Scott Walters (Washington Oil Marketers Association)
311.	Declaration of James Morey (Wawa, Inc.)
312.	Declaration of Gavin Waugh (The Wendy's Company)
313.	Declaration of Gerald A. Westgate (Wesco, Inc.)
314.	Declaration of Lisa A. Abens (Wessels Oil Company Inc.)
315.	Declaration of Dan Gillotte (Wheatsville Co-op)
316.	Declaration of David Durfee (Wild Oats Cooperative, Inc.)
317.	Declaration of Robert W. Hurst (Willey's Store Inc.)
318.	Declaration of Andy Cecil (Willis Oil Company)
319.	Declaration of Matthew C. Hauser (Wisconsin Petroleum Marketers and Convenience Store Association)
320.	Declaration of Harold E. Wisted (Wisted's Supermarkets Inc.)
321.	Declaration of Robert J. Wood (Woodoil, LLC; R&R Petroleum, LLC; Retail Alliance, LLC)
322.	Declaration of Donald C. Woods Jr. (Woods Super Market)

Exhibit	Description
323.	Declaration of Scott Zaremba (Zarco 66)
324.	Declaration of Todd Van Zeeland (Van Zeeland Oil Co. Inc.)
325.	Declaration of Jerry Garland (Associated Wholesale Grocers, Inc.)
326.	Declaration of O.M. Otts III (Autry Greer & Sons, Inc.)
327.	Declaration of James T. Rogers (Food Industry Alliance of New York State)
328.	Declaration of Carole F. Bitter (Harold Friedman, Inc.)
329.	Declaration of Kathy Siefken (Nebraska Grocery Industry Association)
330.	Declaration of Steven Aermann (Paul's Supermarkets Inc.)
331.	Declaration of Donald J. Weiss (Wiseway Superfood Center, Inc.)
332.	Declaration of Michael J. Wright (Wright's Markets)
333.	Declaration of Roland Leyh (J.R.'s Country Stores, Inc.)
334.	Declaration of Brian Campbell (AutoZone, Inc.)
335.	Declaration of Robert Raven (Aldo US, Inc.)
336.	October 31, 2012 Letter from Bonny E. Sweeney to Jeffrey I. Shinder

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
November 1, 2012

By:



JEFFREY I. SHINDER